9-monthly Report 2009

zooplus AG

zooplus.de zooplus.com zooplus.co.uk zooplus.ie zooplus.fr zooplus.nl zooplus.be zooplus.it zooplus.es zooplus.pl

CONTENT

HIGHLIGHTS 9M 2009

57 % increase in total sales

(i.e. sales and other operating income) over 9M 2008 – strong confirmation of zooplus' anticyclical growth strategy

New customer acquisition record

with 515k new customer accounts during 9M 2009; total number of accounts acquired already surpasses FY 2008 figure

Improved operational earnings

indicate a sustainable upswing after a recessionary trough during H1 2009

Going Live of the company's new international distribution center

in Tilburg / the Netherlands doubles zooplus' European logistics capacity to around EUR 300 mm in annual sales

Successful move onto the Prime Standard

segment completed on October 21st, 2009

Positive outlook for 2010:

significantly positive overall earnings on the back of continuing and highly dynamic growth

THE SHARE

zooplus' total registered capital as of September 30th, 2009, comprised 2,415,960 no-par value bearer shares representing a pro rata amount of the registered share capital of EUR 1.00 each. During Q3 2009 the company's registered capital increased by 5,250 bearer shares from 2,410,710 to 2,415,960 bearer shares due to the exercise of employee and management share options.

zooplus AG's shares were publicly listed on the Entry Standard segment of the Open Market of the Frankfurt Stock Exchange on May 9th, 2008. First trading occurred at EUR 26.00 per share. On October 21st, 2009, the company's shares were admitted to the Regulated Market / Prime Standard Segment. This will create a higher degree of visibility and attractiveness of the zooplus share, particularly for international investors, as well as require the company to adhere to the highest levels of transparency and corporate governance.

As of September 30th, 2009, the zooplus share price had increased slightly by approximately 2.7 % to EUR 26.70.

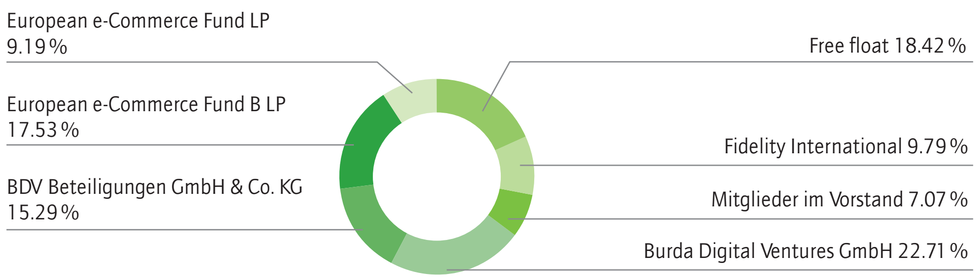
ZOOPLUS AG IS IDENTIFIED AS FOLLOWS:

International Securities Identification Number (ISIN)	DE0005111702
German securities identification (WKN)	511170
Common Code	036001097

The company's total free float (according to the definition of Deutsche Boerse AG) stands at approximately 35 % as of September 30th, 2009.

zooplus AG's designated sponsor is Close Brothers Seydler Bank AG.

SHAREHOLDER STRUCTURE



CONSOLIDATED NOTES

ZOOPLUS AG

zooplus AG was set up in Munich in June 1999. The company is a leading online pet supplies retailer in Germany and other European countries. The company's core markets are Germany, Austria, France as well as the United Kingdom and the Netherlands. In total, zooplus operates eleven country-specific websites and one multinational presence in Western and Central Europe.

The majority of its sales (product sales and other operational income) is generated through pet supplies retail (food and non-food) through the company's websites. In total, zooplus offers approximately 7,000 different products. Most of its sales are generated through selling stocked products. Product distribution is carried out by selected parcel distributors. zooplus' European distribution centers are located in Staufenberg / Lower Saxony / Germany and in Tilburg / the Netherlands. The company's new Tilburg logistics hub will be phased in between September and December 2009 and serves to cater to mainly non-German speaking markets.

The company's headquarter is based in Munich / Germany. Fully consolidated and 100 %-owned subsidiaries of the company are Matina GmbH (Munich, Germany), Bitiba GmbH (Munich, Germany) as well as zooplus services ltd (Oxford, UK). Moreover, the company holds a 49 % minority stake in Czech-based LSC s.r.o

MARKET AND TRADING ENVIRONMENT

Key factors of zooplus' trading performance tend to be the sector-specific as well as generic influences on the German and European retail climate. These are, among others, the general consumer climate, the development of the German as well as European pet supplies markets as well as the development of online retail within the pets supplies market in particular.

In total, the overall retail market volume for pet supplies amounted to approximately EUR 17 bln within the European Union in 2008. This makes pet supplies a medium-sized segment within the overall consumer retail space. The general market environment since the beginning of 2009 and until the summer was impacted by growing price- and margin pressures within the sector. Most indicators pointed towards an overall market volume decline within a single-digit range during 2009 which has been unprecedented for a traditionally stable-growing industry. In addition, a continuously weak British Pound (GBP) results in additional negative margin effects in one of zooplus' core markets. The backdrop of all this has been the worst consumer recession Western Europe has seen since WWII. The pet supplies market did not escape these negative trends.

Since the beginning of the summer we have witnessed, however, an improvement in overall market conditions which also has had a positive impact on our Q3 business. We expect this recovery to continue into the coming quarters and believe that the worst part of the recession is behind us. This should also have a positive impact on future quarterly earnings.

In addition, the company has already actively engaged in a series of measures which aim to considerably improve zooplus' overall operational earnings over the next quarters no matter what the overall economic environment looks like (cf. key financials below).

Despite a challenging consumer environment, however, 2009 has offered the opportunity to embark upon our anticyclical growth path even more aggressively than initially planned and, thereby, further improve our relative competitive position. As a result, the years 2009 and 2010 will continue to see a prioritization of growth over short-term earnings maximization. Management believes that this is in the best medium- to long-term interest of the company. Record customer acquisition numbers for 9M 2009 further underscore these efforts. With more than 515k new customer accounts versus 323k new customer accounts in 9M 2008 a new all-time high was achieved. The total number of accounts acquired until September already surpasses our FY 2008 figures. At the same time, zooplus fully understands that sustainable growth is only possible on the back of strong operational earnings. We believe that we will be able to combine these two factors much more decidedly in 2010.

With the going live of the company's second and international distribution center in Tilburg / the Netherlands since September 2009 we will be able to serve our non-German core markets much faster and more efficiently. This should significantly improve our position for 2010 through faster delivery speeds and lower costs of distribution. Our new distribution center measures around 38,000 m² in total size and is run in partnership with Rhenus Contract Logistics.

It remains the company's overriding strategic goal to reach significant size within all major European markets on the back of substantial economies of scale and our existing market leadership position. Economies of scale will prove crucial particularly in areas such as logistics, technology and general overheads. Overall size and scale, therefore, remain the most important determinants of profitable growth in all core European markets. Please also refer to the comments made under "Current Outlook" below.

KEY FINANCIALS

All percentage figures outlined below are approximate figures and might be subject to rounding differences with respect to the more detailed figures shown in the consolidated accounts.

Development of total sales and income

Overall, total sales increased by 57 % from EUR 58.9 mm to EUR 92.5 mm y-o-y. This reflects strong organic sales growth both domestically and internationally despite a challenging overall consumer climate. Above all, the increase in sales reflects the company's successful implementation of its anticyclical and growth-focused development strategy.

Development of major expenditure items

Costs of goods sold (cost of materials) did increase significantly y-o-y. During the first 9 months of 2009 COGS amounted to 60.4 % of total sales, which is up from 59.3 % of total sales y-o-y. In tune, the company's net product sales margin decreased from 40.7 % in 9M 2008 to 39.6 % in 9M 2009. Major reasons for this decline, which is mostly attributable to a particularly weak q2 2009, were a notably higher sectoral price- and margin pressure as well as the continuing weakness of the British Pound (GBP) in our key market UK. An individual comparison of the individual quarters Q1-Q3 2009 is particularly enlightening in this respect. Whilst Q1 2009 recorded a net product margin of 42.2 %, this dropped to 36.5 % in Q2 2009. During the present quarter Q3 2009 we have seen a recovery to 40.1 %, which we expect to continue during Q4 2009.

Against this backdrop we have, therefore, taken active measures to correct some of these effects without departing from our overall growth path since the start of the second half of the year. Key areas of activity are a more defensive price- and contribution margin management, generic product selection as well as supplier management. We expect zooplus to continue to benefit from these efforts during the coming quarters.

Also to be remarked upon is the relatively proportional (in tune with sales growth) development in personnel costs y-o-y. Total personnel costs increased from EUR 2.9 mm to EUR 4.7 mm. This corresponds to a slight change in zooplus' overall personnel cost quota from 4.9 % to 5.1 % (of total sales). This development has to be seen in the context of the company's expansion across Europe and the build-up of our international logistics capacity. For 2010, we expect to reap renewed and significant scaling effects in this area.

Other expenses increased from EUR 18.6 mm in 9M 2008 to EUR 31.6 mm in H1 2009. This reflects an increase from 31.5 % to 34.2 % of total sales. Major factors behind this development are the increased spending in growth marketing (+0.7 %) as well as within national and international logistics (+2.1 %). Both these developments are deliberate and necessary within the company's expansionary strategy and should enable zooplus to generate attractive returns in the future.

zooplus' focus today is the build up of a dominant market position and customer base. Today, we are creating the basis for a sustainable pan-European market leadership within online pet supplies and, thereby, transform a No. 1 position in Germany into a similar dominance within Europe as a whole.

Total depreciation stood at EUR 0.4 mm and, therefore, improved slightly from 0.5 % to 0.4 % of total sales y-o-y.

EBIT and consolidated Earnings

EBIT before extraordinary items (Prime Standard IPO and one-off costs of zooplus' new international logistics hub) fell from EUR 2.2 mm to EUR -0.2 mm y-o-y. This development primarily reflects the effects of the company's active expansion strategy and a weakening overall consumer sentiment during the first half of the year.

As with respect to the company's net margin, a differentiated and quarterly view indicates an improving overall trend. Whilst in Q1 2009 EBIT before extraordinary items still reached EUR 0.4 mm, zooplus saw a decline to EUR -0.9 mm during the second quarter. In Q3 2009, EBIT before extraordinary items again improved to EUR 0.3 mm. All this indicates that the measures undertaken to counter the influences of a recessionary environment have begun to show traction during Q3 2009.

As outlined, the extraordinary items shown comprise 2 areas: a) the costs of the uplisting of zooplus AG onto the Regulated Market segment / Prime Standard of the Frankfurt stock exchange as well as b) the costs of the set-up, phase-in and test trial period of the company's new international logistics hub in Tilburg / the Netherlands. In total, extraordinary items amounted to EUR 0.9 mm, of which EUR 0.2 mm were spent on the uplisting and around EUR 0.7 mm on the introduction of the new warehouse operation. The latter largely comprises the costs of relocating stocks from Germany to the Netherlands as well as trial- and phase-in costs during the run-up period. After our successful uplisting on October 21st, 2009, as well as the logistics phase-in predicted to be completed during December 2009, we expect a total of EUR 1.6 mm in extraordinary items for the full year. 80 % of these costs will be attributable to our new logistics operation. We do not expect any extraordinary items for 2010.

Including extraordinary items, EBIT fell from EUR 0.3 mm to EUR -1.1 mm y-o-y.

Pre-tax profits (EBT) fell from EUR 0.2 mm during 9M 2008 to EUR -1.2 mm during 9M 2009.

Consolidated profits (after tax) declined from EUR 4.8 mm during 9M 2008 to EUR -0.8 mm during 9M 2009. The key factor behind this is a positive 2008 one-off effect due to the capitalization of losses carried forward under IFRS rules with an overall impact of EUR 4.6 mm.

Assets and Financing

Total long-term assets were EUR 6.6 mm at the end of September 2009 and, therefore, up slightly from EUR 5.9 mm at year end 2008.

Total short-term assets increased from EUR 16.8 mm at the end of 2008 to EUR 20.8 mm at the end of the first nine months of 2009. The main reason behind this development was an increase in inventory due to the expansion of the company's private label and direct sourcing business as well as a deliberate increase in overall product availability.

Total equity stood at EUR 9.1 mm at the end of September 2009 versus EUR 9.9 mm as of December 31st, 2008. The current equity-to-debt ratio, therefore, stands at 33 %. zooplus expects that due to the exercise of various executive stock option plans the company will receive an extra EUR 1.5 mm in equity capital during the first week of December 2009, which will increase the company's equity ratio accordingly. Our long-term equity ratio target corridor stands at between 35 % and 40 %.

Accounts payable amounted to EUR 6.2 mm as of September 30th, 2009, versus EUR 8.1 mm at the end of 2008.

At the company's disposal are flexible bank overdrafts of up to EUR 12.0 mm which are used opportunistically for its working capital financing needs. At the end of September 2009 the company had drawn an amount of EUR 6.1 mm. Despite a challenging economic environment the company enjoys unrestricted access to working capital financing at attractive overall terms.

All in all, the company's total balance sheet volume amounted to EUR 27.5 mm at the end of 9M 2009 versus EUR 22.7 mm at the end of 2008.

Cash flow from operations was EUR -4.0 mm in 9M 2009 versus EUR -1.4 mm in 9M 2008. This mostly reflects fluctuations in working capital in the course of ordinary business activities on the back of a 57 % y-o-y growth rate.

Cash flow from investing activities stood at EUR -0.7 mm in 9M 2009 versus EUR -0.3 mm in 9M 2008 due to various development works of zooplus' IT infrastructure in the context of the company's European expansion.

Cash flow from financing activities (EUR -0.1 mm in 9M 2009 versus EUR -0.6 mm in 9M 2008) was influenced by the company's final repayment of its last remaining shareholder loan (EUR 0.5 mm) in Q1 2008.

As an online retail operation, zooplus is subject to considerable volatilities in key balance-sheet and cash-flow figures such as inventory, accounts payable or VAT liabilities. This results in markedly higher numeric swings and volatilities than the company's underlying earnings might suggest.

KEY EVENTS AFTER THE END OF THE REPORTING PERIOD

Important events of particular relevance after the end of the first nine months of 2009 which might have had a substantial effect on the company's earnings, assets or liquidity situation did not occur.

RISK REPORT

There has not been any material change in terms of the company's risk profile from what has been outlined in the company's 2008 annual report.

OUTLOOK

As during the previous quarters, zooplus will continue to follow a strongly growth-oriented strategy within a still challenging - albeit improving - market environment. On the backdrop of the company's substantial expansion potential not only within its German-speaking core markets but also within the whole of western and central Europe, zooplus considers this strategy as most value-maximizing within a medium- and long-term perspective. In this context, we aim to consolidate our market leadership and reach critical mass within all core European markets by continuing to expand within our existing growth corridor. Moreover, we aim to achieve a notable improvement in our earnings level for 2010 on the back of substantial scale- and efficiency effects.

For the year 2010 we expect a continuation of our dynamic growth on the back of considerably improved and positive earnings which in hindsight might make the recession year 2009 look an aberration in the company's history. A detailed 2010 guidance will be published in early 2010.

BALANCE SHEET

ASSETS

in EUR	30.09.2009	31.12.2008
A. LONG-TERM ASSETS		
I. Long-term assets	727,208.33	617,976.05
II. Intangible assets	568,758.74	380,710.71
III. Deferred tax assets	5,340,507.51	4,925,571.12
Total long-term assets	**6,636,474.58**	**5,924,257.88**
B. SHORT-TERM ASSETS		
I. Inventory	11,730,990.26	9,046,252.31
II. Advance payments	304,738.28	545,535.66
III. Accounts receivable	5,376,651.73	4,162,587.35
IV. Other short-term assets	2,936,250.89	2,571,722.54
V. Cash in hand and cash equivalents	486,286.48	465,235.72
Total short-term assets	**20,834,917.64**	**16,791,333.58**
Total assets	**27,471,392.22**	**22,715,591.46**

LIABILITIES

in EUR	30.09.2009	31.12.2008
A. EQUITY		
I. Capital subscribed	2,415,960.00	2,406,020.00
II. Capital reserves	20,604,415.08	20,556,046.46
III. Other reserves	-266.83	-402.18
IV. Profit and Loss carried forward	-13,910,924.15	-13,083,113.10
Total equity	**9,109,184.10**	**9,878,551.18**
B. SHORT-TERM DEBT		
I. Short-term debt	6,227,809.47	8,065,705.53
II. Financial debt	6,056,559.95	1,203,057.45
III. Other short-term liabilities	5,789,214.56	3,358,303.17
IV. Tax liabilities	196,694.14	144,074.13
V. Provisions	91,930.00	65,900.00
Total short-term debt	**18,362,208.12**	**12,837,040.28**
Total liabilities	**27,471,392.22**	**22,715,591.46**

INCOME STATEMENT

in EUR		9M 2009	9M 2008	Q3 2009	Q3 2008
Sales		**87,621,989.51**	**55,693,609.05**	**31,683,379.41**	**21,188,319.41**
Other operating income		**4,915,210.25**	**3,161,302.10**	**1,568,537.58**	**1,125,841.51**
Total sales		**92,537,199.76**	**58,854,911.15**	**33,251,916.99**	**22,314,160.92**
Cost of materials		-55,932,862.43	-34,897,622.54	-19,924,949.70	-13,869,185.39
Personnel costs		-4,737,460.90	-2,891,205.57	-1,771,349.02	-949,874.71
cash		(-4,693,465.88)	(-2,847,078.99)	(-1,766,748.75)	(-939,307.38)
non-cash		(-43,995.02)	(-44,126.58)	(-4,600.27)	(-10,567.33)
Depreciation		-397,997.04	-275,639.34	-150,175.90	-94,340.20
Other expenses		-31,636,161.21	-18,557,983.79	-11,074,846.12	-6,539,421.16
of which logistics / fulfillment		(-20,316,310.48)	(-11,697,957.82)	(-7,030,034.86)	(-3,961,756.23)
of which marketing		(-5,928,942.9)	(-3,336,572.48)	(-1,954,948.56)	(-1,292,293.57)
of which payment		(-918,472.47)	(-578,744.75)	(-336,156.62)	(-242,404.92)
Operating income (excluding one–off costs)		**-167,281.82**	**2,232,459.91**	**330,596.24**	**861,339.47**
One-off costs EU logistics centre		-677,384.60	0.00	-574,137.59	0.00
One-off costs IPO		-210,278.56	-1,981,354.51	-74,681.24	-23,656.81
Operating income		**-1,054,944.98**	**251,105.40**	**-318,222.59**	**837,682.66**
Financial income		43.14	11,757.51	22.17	-7,691.61
Financial expense		-135,761.88	-37,136.56	-54,952.26	-10,439.06
Pre-tax profit		**-1,190,663.72**	**225,726.35**	**-373,152.68**	**819,551.99**
Taxes on income		362,852.66	4,587,906.89	119,108.75	-161,657.79
Consolidated net profit		**-827,811.06**	**4,813,633.24**	**-254,043.93**	**657,894.20**
Consolidated profit / loss per share					
undiluted	EUR / share	-0.34	2.02	-0.11	0.28
diluted	EUR / share	-0.34	2.01	-0.11	0.29

CASH FLOW STATEMENT

in EUR	9M 2009	9M 2008
Cash Flow from operating activities		
Pre-tax operating profit	-1,190,663.72	225,726.35
Allowances for:		
depreciation of fixed assets	397,997.04	275,639.34
non-cash personnel expenses	43,995.02	44,126.58
non-cash ipo expenses	0.00	1,371,110.83
other non-cash expenses	1,066.78	126,088.71
Financial expenses	135,761.88	37,136.56
Financial income	-43.14	-11,757.51
Changes in:		
Inventory	-2,684,737.95	-3,942,938.78
Advance Payments	240,797.38	81,955.27
Accounts receivable	-1,214,064.38	-1,052,843.26
Other short-term assets	-364,528.35	536,316.38
Accounts payable	-1,837,896.06	1,538,148.83
Other liabilities	2,430,911.39	-640,137.15
Provisions	26,030.00	15,000.00
Tax	0.00	-37,464.67
Interest income	43.14	11,757.51
Cash Flow from operating activities	**-4,015,330.97**	**-1,422,135.01**
Cash Flow from investing activities		
Cash inflow from divestments	0.00	28,309.37
Fixed Assets (net position)	-695,672.49	-339,325.01
Cash Flow from investing activities	**-695,672.49**	**-311,015.64**
Cash Flow from financing activities		
Options exercise	14,313.60	28,612.70
Loan repayments	0.00	-610,233.64
Interest paid	-135,761.88	-37,136.56
Cash Flow from financing activities	**-121,448.28**	**-618,757.50**
Net change of cash and cash equivalents	**-4,832,451.74**	**-2,351,908.15**
Cash and cash equivalents at the beginning of the period	-737,821.73	1,179,574.94
Cash and cash equivalents at the end of the period	**-5,570,273.47**	**-1,172,333.21**
Composition of funds balance at the end of the period		
Cash on hand, bank deposits, cheques	486,286.48	294,397.56
Overdraft balances	-6,056,559.95	-1,466,730.77
Cash and cash equivalents at the end of the period	**-5,570,273.47**	**-1,172,333.21**

CHANGES IN EQUITY

in EUR	Capital subsribed	Capital reserves	Other reserves	Accumulated profit or loss	Total
As of January 1, 2009	**2,406,020.00**	**20,556,046.46**	**-402.18**	**-13,083,113.10**	**9,878,551.18**
Additions from stock options	9,940.00	48,368.62	0.00	0.00	58,308.62
Currency equalisation item	0.00	0.00	135.35	0.00	135.35
9M result 2009	0.00	0.00	0.00	-827,811.06	-827,811.06
As of September 30th, 2009	**2,415,960.00**	**20,604,415.08**	**-266.83**	**-13,910,924.16**	**9,109,184.08**
As of January 1st, 2008	**2,386,150.00**	**20,458,480.93**	**-9.32**	**-18,838,800.92**	**4,005,820.69**
Additions from stock options	19,870.00	52,869.28	0.00	0.00	72,739.28
Currency equalisation item	0.00	0.00	-190.51	0.00	-190.51
9M result 2008	0.00	0.00	0.00	4,813,633.24	4,813,633.24
As of September 30th, 2008	**2,406,020.00**	**20,511,350.21**	**-199.83**	**-14,025,167.68**	**8,892,002.70**

NOTES

NOTES AND COMMENTS REGARDING THE 9M 2009 ACCOUNTS

Accounting principles

The 9M 2009 reports were prepared in accordance with the International Financial Reporting Standards (IFRS) and are based on the same basic accounting principles as applied in the company's 2008 annual accounts.

Consolidation principles

The consolidated companies are: zooplus AG / Munich / Germany (registered under Amtsgericht Muenchen HRB 125080), Matina GmbH / Munich / Germany (registered under Amtsgericht Muenchen HRB 177083) as well as Bitiba GmbH / Munich / Germany (registered under Amtsgericht Muenchen HRB 177246) and zooplus services ltd / Oxford / UK (registered under company number 6118453, Companies House Cardiff). All subsidiaries are 100 % owned by zooplus AG.

Segmental reporting

zooplus AG is only active in one specific business segment; i.e. pet supplies retail within the European Union. All types of products sold are homogenous and indivisible into further specific segments. As an online retailer, the company distributes its products from one central location. Consequently, there are no further geographic segments to be identified. Moreover, the company does not internally divide along any other segments. As a consequence, the company does not report along separate business segments.

Earnings per share

Earnings per share (pre-dilution) are calculated on a weighted-average basis. During the period, the weighted average of shares was 2,409,302. Consolidated profits (after tax) declined from EUR 4.8 mm during 9M 2008 to EUR -0.8 mm during 9M 2009. Consequently, earnings per share (pre-dilution) were EUR -0.34 (previous year: EUR 2.02).

Earnings per share (diluted) are calculated on a weighted-average basis of shares in circulation plus the total number of share equivalents resulting out of vested stock options which have not been exercised. The dilution effect only marginally affects earnings per share which remain at EUR -0.34 (previous year: EUR 2.01).

FINANCIAL CALENDAR

Date	
29.01.2010	Preliminary FY 2009 revenues
31.03.2010	Annual Report 2009
29.04.2010	Preliminary q1 2010 revenues
May 2010	Annual General Meeting 2010
31.05.2010	Quarterly report q1 2010

IMPRINT

PUBLISHED BY
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Concept, editing, layout and typesetting:
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This 9M 2009 report is also available in German. In case of discrepancies the German version prevails.

FORWARD LOOKING STATEMENTS

This report contains forward-looking statements. These statements are based on current experience, estimates and projections of the management and currently available information. They are not guarantees of future performance, involve certain risks and uncertainties that are difficult to predict, and are based upon assumptions as to future events that may not be accurate. Many factors could cause the actual results, performance or achievements to be materially different from those that may be expressed or implied by such statements. We do not assume any obligation to update the forward-looking statements contained in this report.

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